## FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB APPROVAL							
	OMB Number: 3235-0076							
1	Expires: April 30, 2008							
	Estimated average burden hours per form 16.00							
ı	SEC USE ONLY							
1	Prefix Serial							
-								

DATE RECIEVED



Name of Offering ( check if this is an amendment and name has changed, and indicate change.)								
Filing Under (Check box(es) that apply): ☐ Rule 504 Rule 505 ☒ Rule 506 Section 4(6) ☐ UType of Filing: New Filing ☒ Amendment	JLOE OCT 2 7 2004							
A. BASIC IDENTIFICATION DAT	CA TOO							
Enter the information requested about the issuer	160 🔊							
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) VoIP, Inc.								
Address of Executive Offices (Number and Street, City, State, Zip Code) 151 So. Wymore Rd., Suite 3000, Altamonte Springs, Suite 32714  Telephone Number (Including Area Code) (407) 389-3232								
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Telephone Number (Including Area Code)								
Brief Description of Business  Communications company specializing in VoIP technology	PROCESSED							
Type of Business Organization  Corporation	OCT 2 9 2007 / THOMSON							
Actual or Estimated Date of Incorporation or Organization:    Month   Year								
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation CN for Canada; FN for other foreign jurisdiction								

#### GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or pinted signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (1 LOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securitie? Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

#### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☑Beneficial Owner □ Executive Officer □ Director Check Box(es) that Apply: □ Promoter □ General and/or Managing Partner Full Name (Last name first, if individual) WON, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 14911 Quorum Drive, Suite 140, Dallas Texas 75254 ☑ Executive Officer ☐ General and/or Managing Partner Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner ☑ Director Full Name (Last name first, if individual) Kosh, Stuart Business or Residence Address (Number and Street, City, State, Zip Code) c/o VoIP, Inc., 151 So. Wymore Rd., Suite 3000, Altamonte Springs, Suite 32714 □ Director Check Box(es) that Apply: □ Promoter □Beneficial Owner □ Executive Officer □ General and/or Managing Partner Full Name (Last name first, if individual) Lewis, Shawn Business or Residence Address (Number and Street, City, State, Zip Code) c/o VoIP, Inc., 151 So. Wymore Rd., Suite 3000, Altamonte Springs, Suite 32714 Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Panahi, Sade Business or Residence Address (Number and Street, City, State, Zip Code) c/o VoIP, Inc., 151 So. Wymore Rd., Suite 3000, Altamonte Springs, Suite 32714 ☐ General and/or Managing Partner ■ Beneficial Owner □ Director Check Box(es) that Apply: ☐ Promoter □ Executive Officer Full Name (Last name first, if individual) Post, Gary Business or Residence Address (Number and Street, City, State, Zip Code) c/o VoIP, Inc., 151 So. Wymore Rd., Suite 3000, Altamonte Springs, Suite 32714 Check Box(es) that Apply: Promoter □ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

Staats, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o VolP, Inc., 151 So. Wymore Rd., Suite 3000, Altamonte Springs, Suite 32714

Check Box(es) that Apply:  $\square$  Promoter  $\square$  Beneficial Owner  $\square$  Executive Officer  $\square$  Director  $\square$  General and/or Managing Partner

Full Name (Last name first, if individual)

Cataldo, Anthony

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o VoIP, Inc., 151 So. Wymore Rd., Suite 3000, Altamonte Springs, Suite 32714

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Has the	issuer sol	d, or does	the issuer	intend to	sell, to no	n-accredit	ed investo	ors in this o	offering?	-			
		A	Answer als	o in Appe	ndix, Colu	ımn 2, if f	iling unde	r ULOE.				No.	
2. What is	the minir	num inves	stment that	t will be ac	ecepted fro	om any in	dividual?					N/A	
3. Does th	e offering	permit jo	int owners	ship of a si	ngle unit?							Yes.	
4. Enter the commission of a person or states, line a broker or N/A	n or simil to be liste st the nan	ar remune ed is an ass ne of the b	ration for sociated per proker or c	solicitation erson or ag lealer. If n	n of purch gent of a b nore than	asers in co roker or d five (5) pe	onnection lealer regisersons to b	with sales stered with e listed ar	of securit the SEC	ies in the o and/or wit	offering. th a state		
Full Name	(Last nam	ne first, if	individual	)									
Business o	r Residen	ce Address	s (Number	and Stree	t, City, St	ate, Zip C	ode)						_
Name of A	ssociated	Broker or	Dealer:					·					
States in W (Check "Al [AL] [IL] [MT] [ RI]					[CO] [LA] [NM] [UT]	licit Purch [CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[ FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[ HI] [MS] [OR] [WY]		
Full Name	(Last nan	ne first, if	individual	)									_
Business o	r Residen	ce Address	s (Number	and Stree	t, City, St	ate, Zip C	ode)						_
Name of A	ssociated	Broker or	Dealer							<u> </u>			
States in Wh					Solicit Pu	rchasers						f 1 All Cases	_
(Check "All [AL] [IL] [MT] [ RI]	[AK] [IN] [NE] [SC]	(AZ) [IA] [IV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[ FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[ HI] [MS] [OR] [WY]	[ ] All States { ID ] {MO] [PA} [PR]	
Full Name (	Last name	first, if indi	vidual)										
Business of	r Residen	ce Address	s (Number	and Stree	t, City, St	ate, Zip C	ode)						
Name of A	ssociated	Broker or	Dealer										
States in Wh (Check "All { AL } [ IL ] [MT] [ RI ]						chasers [CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[ FL] [M!] [OH] [WV]	[GA] [MN] [OK] [WI]	[ HI] [MS] [OR] [WY]	[ ID ] [MO] [PA] [PR]	

B. INFORMATION ABOUT OFFERING

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchange.		
	Type of Securities	Aggregate Offering Price	Amount Already Sold
	Debt	<del></del>	
	Equity		
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$1,374,999	\$1,374,999
	Partnership Interests		
	Other (Specify)		
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$1,374,999
	Non-accredited Investors	0	<u>\$0</u>
	Total (for filings under Rule 504 only)		<u></u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part $C-Q$ uestion I.	Type of Security	Dollar Amount Sold
	Type of offering	·	
	Rule 505	·	
	Regulation A	·	
	Rule 504	· <u></u>	
	Total	0	<u>\$0</u>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the left of the estimate.		
	Transfer Agent's Fees		
	Printing and Engraving Costs		
	Legal Fees (including Blue Sky Fees)		\$69,000
	Accounting Fees		<del>9031000</del>
	Engineering Fees	_	
	Sales Commissions (specify finders' fees separately)		
	Other ExpensesDue Diligence Fee and Other Misc. Expenses		\$37,513
	Total		<del>2</del>
			\$106,513

b. Enter the difference between the aggregate offering price given in response to Part C - Question I and otal expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross roceeds to the issuer."				<u>\$1,268,486</u>
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the beat the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the isset forth in response to Part C - Question 4.b above.	ox to			
		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees			_ 🗆	
Purchase of real estate				
Purchase, rental or leasing and installation of machinery and equipment				
Construction or leasing of plant buildings and facilities				
Acquisition of other businesses (including the value of securities involved in this offering that				
Repayment of indebtedness		·		<b>\$</b> 977,499
Working capital			_ 🗆	
Other:				
Column Totals			_ 🗆	<u>\$977,499</u>
Total Payments Listed (column totals added)		×	\$977.49	19

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\$977,499

<sup>\*</sup> On September 12, 2007, pursuant to the terms of a subscription agreement and an intercreditor agreement, the Company issued and sold \$1,844,581 in secured convertible noted to 7 institutional investors, for a net purchase price of \$1,374,999, which reflects an original issue discount of 25.46%.

$\Gamma$	CCC	7 TO A F	CICNI	ATURE
	P P I I I	SKAL.	NIL TIN A	3 I I 7K P.

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type): VoIP, Inc.	Signature Staats	Date Oct. 19, 2007
Name of Signer (Print or Type): Robert Staats	Title of Signer (Print or Type): Chief Accounting Officer	

## **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE
1.		r (f) presently subject to any of the disqualification provisions  Yes No
	See App	endix, Column 5, for state response.
2.	. The undersigned issuer hereby undertakes to furnish to (17 CFR 239.500) at such times as required by state la	any state administrator of any state in which this notice is filed, a notice on Form D w.
3.	. The undersigned issuer hereby undertakes to furnish offerers.	to the state administrators, upon written request, information furnished by the issue
4. Off		familiar with the conditions that must be satisfied to be entitled to the Uniform lim notice is filed and understands that the issuer claiming the availability of this inditions have been satisfied.
und	The issuer has read this notification and knows the ndersigned duly authorized person.	contents to be true and has duly caused this notice to be signed on its behalf by
	Signa (OIP, Inc.	The best Staats Date Oct. 19, 2007
	· · · · · · · · · · · · · · · · · ·	of Signer (Print or Type): Accounting Officer

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

	non-ac investo	to sell to credited ors in State -Item 1)	Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of inve	stor and amount	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
ΑZ									
AR									
CA									
СО									
СТ	,								
DE									
DC									
FL									
GA									
НІ							1		
ID									
IL									
IN									
lA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
МО									

## **APPENDIX**

	non-ac	to sell to credited ors in State 3-Item 1)	Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of inves	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МТ									
NE									
NV									
NH		<u></u>							
NJ									
NM									
NY									
NC									
ND									
ОН									
ок			·						
OR									
PA									
RI									
sc									
SĐ									
TN									
TX							,		
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR							İ		

